

THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1400.
FILED, FEBRUARY 3rd. 1966.

CON-SHAWKEY GOLD MINES LIMITED

Full corporate name of Company

Incorporated under The Companies Act (Ontario) by Letters Patent dated 4th May, 1945. Supplementary Letters Patent were issued 31st October, 1956 and 1st October, 1962.

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953) (Ontario) by Letters Patent dated May 1st, 1957). Reference is made to previous Filing Statement No. 1090.

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

| | |
|--|--|
| 1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed. | (a) Proposed acquisition of mining claims in Langmuir Township, Province of Ontario (see Item 11); (b) Proposed underwriting and option agreement (see Item 6). |
| 2. Head office address and any other office address. | Suite 1301, 8 King Street East, Toronto, Ontario |
| 3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors. | <p>President and Director - Thomas H. McNally, Accountant, 30 Morewood Cres. Willowdale, Ontario</p> <p>Vice-President and Director - Ivan C. Christopher, Consulting Engineer, 52 Sunnyside Cres. Toronto, Ontario</p> <p>Secretary-Treasurer and Director - Graham H. Duff, Consulting Engineer, 25 Dewitt Road, Islington, Ontario</p> <p>Director - W.A. Crawford, Mining Executive, R.R. #6, Brampton, Ontario</p> <p>Director - Thomas P. O'Connor, Q.C., Barrister & Solicitor, 9 Alexandra Wood, Toronto, Ont.</p> |
| 4. Share capitalization showing authorized and issued and outstanding capital. | <p>Authorized : 5,000,000 shares par value \$1.00 each</p> <p>Issued : 2,597,083</p> |
| 5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding. | Nil |
| 6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement. | Subject to the acceptance of this Filing Statement by the Toronto Stock Exchange, the date of which is referred to as "the effective date", Waite Reid & Company Limited, 200 Bay Street, Toronto, Ontario, acting on behalf of a client, has agreed to purchase on the day following the effective date 300,000 shares of the Company at 25¢ per share. In consideration thereof the Company has granted to Waite Reid & Company Limited, acting as aforesaid, an option to purchase all or any part of a further 150,000 shares at 30¢ per share within three months of the effective date. |
| 7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof. | Waite Reid & Company Limited is acting on behalf of its client, Polar Investment Corporation Limited, 8 King Street East, Toronto, Ontario. The only person having a more than 5% interest in Polar Investment Corporation Limited is Thomas H. McNally, 30 Morewood Crescent, Willowdale, Ontario, the President and a director of the Company. |
| 8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition. | None |
| 9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any. | The Company intends to immediately carry out a program of line cutting and a geophysical survey in connection with the claims proposed to be acquired as recommended in the report of G.P. Thoday, P.Eng., dated 1st February, 1966. Based upon the results of the survey, a diamond drilling program will be considered. The cost of the line cutting, magnetometer and electromagnetic survey is estimated at \$3,500.00. If drilling is undertaken the cost is estimated at \$6.00 per foot. It is not intended to carry out exploration on the other claims held by the Company at the present time. |
| 10. Brief statement of company's chief development work during past year. | Line cutting and ageophysical survey were carried out on the Jessop Township claims at a cost of \$2,665.00. Diamond drilling has been recommended, but has not yet commenced. The agreement with Noranda Mines Limited relating to the Poirier and Dubuisson Township claims is still in effect. |
| 11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid. | Subject to acceptance for filing of this Filing Statement the Company has agreed to purchase from Ralph Allerston, Timmins, Ontario, eight unpatented mining claims situate in the Township of Langmuir, Province of Ontario, numbered as follows: 64951; 64953; 84897; 84898; 84899; 83154; 82189; 85599. The consideration is the sum of \$5,000.00 payable on the effective date. |

FINANCIAL STATEMENTS

CON-SHAWKEY GOLD MINES LIMITED

BALANCE SHEET (UNAUDITED)

AS AT DECEMBER 31, 1965

ASSETS

Current:

| | |
|------|--------------|
| Cash | \$ 38,181.56 |
|------|--------------|

| | |
|---------------------|----------|
| Accounts Receivable | 3,820.50 |
|---------------------|----------|

\$ 42,002.06

Mining Properties - at cost:

| | |
|--------------------|---------------|
| Dubuisson Township | \$ 327,450.00 |
|--------------------|---------------|

| | |
|------------------|-----------|
| Poiries Township | 20,000.00 |
|------------------|-----------|

| | |
|-----------------|-----------|
| Jessop Township | 22,500.00 |
|-----------------|-----------|

| | |
|-----------|--------|
| Grubstake | 300.00 |
|-----------|--------|

370,250.00

Deferred Expenditures:

| | |
|-----------------------------|---------------|
| Exploration and Development | \$ 999,194.64 |
|-----------------------------|---------------|

| | |
|----------------------------|------------|
| Administration and General | 202,569.47 |
|----------------------------|------------|

| | |
|----------------------|----------|
| Organization Expense | 6,251.75 |
|----------------------|----------|

1,208,015.86

\$1,620,267.92

LIABILITIES and CAPITAL

Current:

| | |
|------------------|--------------|
| Accounts Payable | \$ 13,006.51 |
|------------------|--------------|

Capital Stock

| | | |
|-------------|-------------------------|----------------|
| Authorized: | 5,000,000 Common Shares | |
| | \$1.00 P.V. | \$5,000,000.00 |

| | | |
|---------|-------------------------|----------------|
| Issued: | 2,597,083 Common Shares | \$2,597,083.00 |
|---------|-------------------------|----------------|

| | |
|----------------|--------------|
| Less: Discount | 1,897,792.00 |
|----------------|--------------|

\$ 699,291.00

| | |
|---------------------|--------------|
| Contributed Surplus | 1,667,209.00 |
|---------------------|--------------|

\$1,366,500.00

| | |
|---------|------------|
| Deficit | 759,238.59 |
|---------|------------|

1,607,261.41

\$1,620,267.92

Approved on behalf of the Board

Director

Director

CON-SHAWKEY GOLD MINES LIMITED

STATEMENT OF DEFERRED EXPENDITURES

FOR THE PERIOD JANUARY 1, 1965 TO DECEMBER 31, 1965

Exploration and Development:

Dubuisson Township Claims

| | | | |
|---------------------------|------------|-----------------|--------------|
| Balance December 31, 1964 | | \$986,265.62 | |
| Wages | \$1,540.00 | | |
| Unemployment Insurance | 40.80 | | |
| Workmen's Compensation | 228.92 | | |
| Fuel | 205.71 | | |
| Taxes and Government Fees | 844.34 | | |
| Miscellaneous Expenses | 4.25 | | |
| | | <u>2,864.02</u> | |
| | | | \$989,129.64 |

Poiries Township Claims

| | | | |
|--------------------|--|---------------|----------|
| Geophysical Survey | | \$ 7,000.00 | |
| Engineering Fees | | <u>400.00</u> | |
| | | | 7,400.00 |

Jessop Township Claims

| | | | |
|--------------------|--|-----------------|---------------------|
| Linecutting | | \$ 715.00 | |
| Geophysical Survey | | <u>1,950.00</u> | |
| | | | 2,665.00 |
| | | | <u>\$999,194.64</u> |

Administration and General:

| | | | |
|---------------------------------------|-----------|-----------------|---------------------|
| Balance December 31, 1964 | | \$199,586.25 | |
| Shareholders' reports and Information | \$ 383.00 | | |
| Stock Exchange Fees | 100.00 | | |
| Office, Accounting and Secretarial | | | |
| Services | 1,100.00 | | |
| Miscellaneous Expenses | 32.95 | | |
| Transfer Agents fees | 967.27 | | |
| Audit Fees | 400.00 | | |
| | | <u>2,983.22</u> | |
| | | | <u>\$202,569.47</u> |

STATEMENT OF DEFICIT

FOR THE PERIOD JANUARY 1, 1965 TO DECEMBER 31, 1965

| | |
|-------------------------------|---------------------|
| Balance, December 31, 1964 | \$715,094.48 |
| Loss on Disposal of Equipment | <u>44,144.11</u> |
| | <u>\$759,238.59</u> |

CON-SHAWKEY GOLD MINES LIMITED

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

FOR THE PERIOD JANUARY 1, 1965 TO DECEMBER 31, 1965

Source: Proceeds from Sale of Equipment \$ 15,200.00

Application:

| | | |
|----------------|-----------------|----------|
| Exploration | \$ 2,864.02 | |
| Grubstake | 300.00 | |
| Administration | <u>2,983.22</u> | |
| | | 6,147.24 |

Representing an Increase in Working Capital \$ 9,052.76

| <u>Current Assets</u> | <u>Dec.31/64</u> | <u>Dec.31/65</u> | |
|----------------------------|---------------------|---------------------|-------------|
| Cash | \$ 488.14 | \$ 38,181.56 | |
| Accounts Receivable | 1,820.50 | 3,820.50 | |
| Notes Receivable | 30,000.00 | - | |
| | <u>\$ 32,308.64</u> | <u>\$ 42,002.06</u> | |
| <u>Current Liabilities</u> | <u>12,365.85</u> | <u>13,006.51</u> | |
| | <u>\$ 19,942.79</u> | <u>\$ 28,995.55</u> | \$ 9,052.76 |

'ENGINEER'S REPORT

Note: The following are excerpts from a report by G.P. Thoday, P.Eng., dated February 1st, 1966, on mining claims located in Langmuir Township, Porcupine District of Ontario. A complete copy of this report is on file with the Toronto Stock Exchange.

INTRODUCTION

Con-Shawkey Gold Mines Limited have acquired an 8 contiguous mining claim group, comprising of approximately of 320 acres. The claim group lies in the northwest quadrant of Langmuir Township, Porcupine District of Ontario.

The claims are noted on Plan No.M.292, Ontario Department of Mines, dated January 5, 1966.

The claims are listed below:

| | |
|---------|---------|
| P-64951 | P-84897 |
| P-64953 | P-84898 |
| P-82189 | P-84899 |
| P-83154 | P-85599 |

The claim group lies 12 miles southeast of the town of South Porcupine and is accessible from a point on the all weather highway 6 miles southeast of South Porcupine, thence 6 miles by a winter bush road.

CONCLUSIONS & RECOMMENDATIONS

Con-Shawkey Gold Mines Limited hold a property in Langmuir Township of Ontario.

The property has certain geological features similar to both the McWatters and Mining Corporation properties. Mining Corporation are at present drilling and from reports are obtaining copper-nickel mineralization.

It is recommended that a program of line cutting and a geophysical survey be conducted over the property. The geophysical program to consist of a magnetometer survey to outline the ultra basic intrusive and an electromagnetic survey to pick up sulphide mineralization.

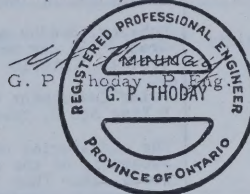
Based upon the results of the geophysical survey a diamond drilling program will be considered.

The cost of the initial program of:

Line cutting, magnetometer and an

electromagnetic survey will be - \$3,500.00

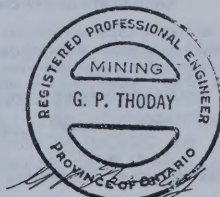
Respectfully submitted,



CERTIFICATE

I, G. P. Thoday, of the Town of Haileybury, in the Province of Ontario, do hereby certify that:

1. I am a Professional Engineer in mining with business address at 1301-8 King Street E., Toronto, Ontario.
2. I attended the University of Saskatchewan and have been practicing my profession since 1942.
3. I am a member of the Association of Professional Engineers of Ontario; a member of the American Institute of Mining and Metallurgical Engineers; and a member of the Canadian Institute of Mining and Metallurgy.
4. I have no interest either directly or indirectly nor do I anticipate any interest either directly or indirectly in the property or securities of Con-Shawkey Gold Mines Limited.
5. My report is based upon information derived from government geological maps and reports and upon a visit to the property on January 29, 1966.



Toronto, Ontario
February 1, 1966

G. P. Thoday, P.Eng.

| | | | | | | | | | | | | | | | | | | | | | |
|--|--|----------|--|--|----------------|---|---|----------------------------------|---------------|--|---------------|---|---|--|---------------|--|---------------|--|--|--------|--------|
| 12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company. | To the knowledge of the signatories hereto no one, other than the Vendor, is entitled to receive any part of the vendor consideration. | | | | | | | | | | | | | | | | | | | | |
| 13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement. | 327,000 shares are being held in escrow by Premier Trust Company, Toronto, Ontario, to be released only upon consent of the Toronto Stock Exchange. | | | | | | | | | | | | | | | | | | | | |
| 14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.) | <table><tr><td>I.C. Christopher Limited 8 King Street E., Toronto, Ontario</td><td>100,000 shares</td></tr><tr><td>Polar Investment Corporation Limited, 8 King Street E., Toronto, Ontario</td><td>60,000 shares</td></tr><tr><td>Stephen Tesluk, Timmins, Ontario</td><td>29,500 shares</td></tr><tr><td>John T. Tesluk, Timmins, Ontario</td><td>20,000 shares</td></tr><tr><td>Henry T. Conzalez, 273 Birch St.N., Timmins, Ontario</td><td>18,000 shares</td></tr><tr><td>I.C. Christopher, 52 Sunnysdene Cres., Toronto, Ontario</td><td>55,000 shares</td></tr><tr><td>J.C. Honsberger, 15 Meadowacres Dr., Agincourt, Ontario</td><td>45,000 shares</td></tr></table> | | | I.C. Christopher Limited 8 King Street E., Toronto, Ontario | 100,000 shares | Polar Investment Corporation Limited, 8 King Street E., Toronto, Ontario | 60,000 shares | Stephen Tesluk, Timmins, Ontario | 29,500 shares | John T. Tesluk, Timmins, Ontario | 20,000 shares | Henry T. Conzalez, 273 Birch St.N., Timmins, Ontario | 18,000 shares | I.C. Christopher, 52 Sunnysdene Cres., Toronto, Ontario | 55,000 shares | J.C. Honsberger, 15 Meadowacres Dr., Agincourt, Ontario | 45,000 shares | | | | |
| I.C. Christopher Limited 8 King Street E., Toronto, Ontario | 100,000 shares | | | | | | | | | | | | | | | | | | | | |
| Polar Investment Corporation Limited, 8 King Street E., Toronto, Ontario | 60,000 shares | | | | | | | | | | | | | | | | | | | | |
| Stephen Tesluk, Timmins, Ontario | 29,500 shares | | | | | | | | | | | | | | | | | | | | |
| John T. Tesluk, Timmins, Ontario | 20,000 shares | | | | | | | | | | | | | | | | | | | | |
| Henry T. Conzalez, 273 Birch St.N., Timmins, Ontario | 18,000 shares | | | | | | | | | | | | | | | | | | | | |
| I.C. Christopher, 52 Sunnysdene Cres., Toronto, Ontario | 55,000 shares | | | | | | | | | | | | | | | | | | | | |
| J.C. Honsberger, 15 Meadowacres Dr., Agincourt, Ontario | 45,000 shares | | | | | | | | | | | | | | | | | | | | |
| 15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state. | <table><tr><td></td><td>Free</td><td>Escrowed</td></tr><tr><td>T.A. Richardson & Company, 4 King St. W., Toronto, Ontario</td><td>276,091</td><td></td></tr><tr><td>James Richardson & Sons, 1703 Portage Ave., Winnipeg, Manitoba</td><td>166,593</td><td></td></tr><tr><td>I.C. Christopher Limited, 8 King St. E. Toronto, Ontario</td><td></td><td>100,000</td></tr><tr><td>Doherty, Roadhouse & McCuaig Bros., 335 Bay Street, Toronto, Ontario</td><td>103,339</td><td></td></tr><tr><td>Polar Investment Corp. Ltd., 8 King St. E. Toronto, Ontario</td><td>81,814</td><td>60,000</td></tr></table> <p>The signatories hereto are not aware of the beneficial ownership of the shares registered in the names shown above other than I.C. Christopher Limited and Polar Investment Corporation Limited who are the beneficial owners of the shares registered in their names.</p> | | | | Free | Escrowed | T.A. Richardson & Company, 4 King St. W., Toronto, Ontario | 276,091 | | James Richardson & Sons, 1703 Portage Ave., Winnipeg, Manitoba | 166,593 | | I.C. Christopher Limited, 8 King St. E. Toronto, Ontario | | 100,000 | Doherty, Roadhouse & McCuaig Bros., 335 Bay Street, Toronto, Ontario | 103,339 | | Polar Investment Corp. Ltd., 8 King St. E. Toronto, Ontario | 81,814 | 60,000 |
| | Free | Escrowed | | | | | | | | | | | | | | | | | | | |
| T.A. Richardson & Company, 4 King St. W., Toronto, Ontario | 276,091 | | | | | | | | | | | | | | | | | | | | |
| James Richardson & Sons, 1703 Portage Ave., Winnipeg, Manitoba | 166,593 | | | | | | | | | | | | | | | | | | | | |
| I.C. Christopher Limited, 8 King St. E. Toronto, Ontario | | 100,000 | | | | | | | | | | | | | | | | | | | |
| Doherty, Roadhouse & McCuaig Bros., 335 Bay Street, Toronto, Ontario | 103,339 | | | | | | | | | | | | | | | | | | | | |
| Polar Investment Corp. Ltd., 8 King St. E. Toronto, Ontario | 81,814 | 60,000 | | | | | | | | | | | | | | | | | | | |
| 16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company. | Polar Investment Corporation Limited and Ivan C. Christopher acting together might be in a position to materially affect control of the Company if they were able to secure sufficient proxies from other shareholders. There is no agreement outstanding to this effect. Thomas P. McNally, the President and a Director of the Company controls Polar Investment Corporation Limited as shown in Item 7 hereof. | | | | | | | | | | | | | | | | | | | | |
| 17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value. | None | | | | | | | | | | | | | | | | | | | | |
| 18. Brief statement of any lawsuits pending or in process against company or its properties. | None | | | | | | | | | | | | | | | | | | | | |
| 19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing. | Subject to the acceptance of an Amending Filing Statement reflecting the same, the Company has entered into an agreement to purchase six additional claims in Langmuir Township, Province of Ontario, from the stakers thereof. The claims are subject to a dispute and the time for the final adjudication will not expire until 11th February, 1966. | | | | | | | | | | | | | | | | | | | | |
| 20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public. | <p>The Company disposed of some of its mining buildings and equipment from the Dubuissou Township property for a total price of \$15,200.00. No work is being carried out on this property at the present time.</p> <p>There are no other material facts. Upon purchase of the shares mentioned in Item 6 they will be offered for sale to the public in the course of primary distribution.</p> | | | | | | | | | | | | | | | | | | | | |

CERTIFICATE OF THE COMPANY

DATED 1st February, 1966

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

CON-SHAWKEY GOLD MINES LIMITED

"T.H. McNally"

CORPORATE
SEAL

"G.H. Duff"

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission on a corresponding body.)

WAITE REID & COMPANY LIMITED

"A.J.A. Reid"

"G. Collins"

TORONTO STOCK EXCHANGE

AMENDING FILING STATEMENT NO. 309.
FILED, FEBRUARY 24th, 1966.

CON-SHAWKEY GOLD MINES LIMITED

Full corporate name of Company

AMENDING FILING STATEMENT

(To be filed with respect to any change in a Filing Statement filed within a period of six months)

To be read in conjunction with Filing Statement No. 1400 dated February 1, 1966.

| | |
|--|--|
| Brief statement of the material change in the affairs of the company in respect of which this amending filing statement is filed. | <p>(a) Proposed acquisition of mining claims in Langmuir Township, Province of Ontario. See Item 11.</p> <p>(b) Proposed working option agreement relating to the said mining claims with Mining Corporation of Canada (1964) Limited, (hereinafter called "Mining Corporation"). See Schedule "A". See Schedule "A" on page 2.</p> |
| 4. Share capitalization showing authorized and issued and outstanding capital. | <p>Authorized : 5,000,000 shares par value \$1.00 each</p> <p>Issued : 3,047,083</p> |
| 6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement. | <p>Pursuant to the agreement with Waite Reid & Co. Ltd. mentioned in Filing Statement 1400 the following shares have been purchased and paid for:</p> <p>300,000 shares @ 25¢ per share; 150,000 shares @ 30¢ per share.</p> |
| 9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any. | <p>The Company intends to carry out the plans mentioned in Item 9 of Filing Statement 1400 and to purchase the proportionate number of shares to which it is entitled in order to assist in the financing of the new company, if formed, to develop the claims mentioned in Item 11.</p> |
| 11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid. | <p>Subject to acceptance for filing of this Amending Filing Statement the Company has agreed to purchase from John Larche and Alfred Rousseau, Prospectors, Timmins, Ontario, six unpatented mining claims situate in Langmuir Township, numbered as follows: P-84085 to P-84087, both inclusive, P-85542 to P-85544, both inclusive. The consideration is the sum of \$50,000.00 cash and the allotment and issue of 50,000 shares of the Company, free of escrow, within two days of acceptance for filing of this Amending Filing Statement. The Company is also obliged to issue an additional 50,000 of its shares, free of escrow, if, as and when Mining Corporation brings into commercial production the claims pursuant to Schedule "A". See Schedule "A" on page 2.</p> |
| 12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company. | <p>The signatories hereto have no knowledge of anyone receiving, or being entitled to receive, any part of the vendor consideration except Messrs. Larche and Rousseau. The signatories hereto understand that the vendor consideration is being divided equally between Messrs. Larch and Rousseau.</p> |

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CON-SHAWKEY GOLD MINES LIMITED

SCHEDULE "A"

This is a summary of the terms of the agreement dated 22nd February, 1966, between Con-Shawkey Gold Mines Limited (hereinafter called "Con-Shawkey") and Mining Corporation of Canada (1964) Limited (hereinafter called "Mining Corporation") referred to in the attached Amending Filing Statement:

1. Mining Corporation agrees to complete a geophysical survey of the claims within two weeks from the date of acceptance of the Amending Filing Statement.
2. Mining Corporation is granted an option to perform a further program of exploration on the claims consisting of diamond drilling to be commenced within three months of the date of completion of the aforesaid survey.
3. In the event Mining Corporation expends \$75,000.00 pursuant to paragraphs 1 and 2 above it has the right to incorporate a new company capitalized at \$5,000,000.00 divided into 5,000,000 shares of a par value of \$1.00 each and cause the claims to be transferred to the new company on or before 1st March, 1968.
4. Con-Shawkey will receive 367,500 shares of the new company and have the right to contribute 49% of the financing of the new company.
5. Mining Corporation will receive 382,500 shares of the new company and have the right to contribute 51% of the financing of the new company.
6. Financing of the new company will be accomplished by the parties purchasing shares on an option basis at prices ranging from 10¢ to \$3.50 per share.
7. The board of the new company shall consist of five directors of which three shall be nominees of Mining Corporation and two of Con-Shawkey so long as Con-Shawkey is the holder of at least 40% of the issued shares of the new company. So long as Con-Shawkey is the holder of between 20% and 40% of the issued shares of the new company it shall be entitled to one nominee on the board.
8. After completion of the issue of the first 3,000,000 shares of the new company in accordance with the share options, further financing of the new company may be equity financing, debt financing or a combination of both. In the event that Con-Shawkey has exercised all of the options to purchase shares to which it is entitled, it will be entitled to participate in such further financing on a pro rata basis.
9. Mining Corporation shall furnish progress reports to Con-Shawkey at least monthly and Con-Shawkey shall be entitled at least once every three months to inspect the work in progress.
10. Mining Corporation may terminate the agreement at any time after completion of the survey mentioned in paragraph 1 above upon giving Con-Shawkey thirty days' notice in writing.

FINANCIAL STATEMENT

CON-SHAWKEY GOLD MINES LIMITED

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

FOR THE PERIOD DECEMBER 31, 1965 TO FEBRUARY 18, 1966

Source: Proceeds from sale of 450,000 treasury shares \$120,000.00

Application:

Administration Expenses 704.15

Representing increase in Working Capital \$119,295.85

| <u>Current Assets:</u> | <u>Dec.31/65</u> | <u>Feb.18/66</u> | |
|------------------------|------------------|------------------|--------------|
| Cash | \$38,181.56 | \$157,477.41 | |
| Accounts Receivable | 3,820.50 | 3,820.50 | |
| | <hr/> | <hr/> | |
| | \$42,002.06 | \$161,297.91 | |
| Current Liabilities | 13,006.51 | 13,006.51 | |
| | <hr/> | <hr/> | |
| | \$28,995.55 | \$148,291.40 | \$119,295.85 |
| | <hr/> | <hr/> | <hr/> |

Approved
J. H. McKeely
Treasurer & Co. Secy.

Canada
PROVINCE OF ONTARIO
COUNTY OF YORK

In the Matter of

CON-SHAWKEY GOLD MINES LIMITED
and CLAIMS NOS. P-84085 to
P-84087 and P-85542 to P-85544

To Wit:

I, We, John Larche and Alfred Rousseau

of the Town of Timmins
Province of Ontario

Do Solemnly Declare, that

1. We are stakers of the above claims, having staked them on 1st ^{21.} ^{A.P.} ^{W.P.} December, 1965.
2. We have entered into an agreement with Con-Shawkey Gold Mines Limited dated 16th December, 1965 offering to sell the claims as per copy attached hereto as Schedule "A". (on file with the Toronto Stock Exchange)
3. Following the decision in our favour by the Mining Recorder after the filing of a dispute against the claims by Mining Corporation of Canada (1964) Limited, Con-Shawkey Gold Mines Limited entered into a working option agreement with Mining Corporation of Canada (1964) Limited in consideration of Mining Corporation of Canada (1964) abandoning its appeal against the decision of the Mining Recorder.
4. We have entered into an amended agreement with Con-Shawkey Gold Mines Limited as per Schedule "B" attached. (on file with the Toronto Stock Exchange)
5. This is a completely arms-length transaction between us and Con-Shawkey Gold Mines Limited and no one is entitled to receive any part of the vendor consideration from us.

we
AND I make this solemn Declaration conscientiously believing it to be true, and knowing that it
is of the same force and effect as if made under oath and by virtue of the Canada Evidence Act.

SEVERALLY

/ Declared before me at the City

of Toronto

in the County

of York

this 22nd day of February,

A.D., 1966.


A Commissioner, etc.

| 15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state. | | Free | Escrowed |
|--|--|---------|----------|
| | | | |
| | Polar Investment Corp. Ltd., 8 King Street E. Toronto, Ontario | 471,814 | 60,000 |
| | T.A. Richardson & Company, 4 King St. W. Toronto, Ontario | 266,091 | |
| | James Richardson & Sons, 1703 Portage Ave., Winnipeg, Manitoba | 166,527 | |
| | Doherty, Roadhouse & McCuaig Bros., 335 Bay Street, Toronto, Ontario | 114,872 | |
| | I.C. Christopher Limited, 8 King St. E. Toronto, Ontario | | 100,000 |
| | The signatories hereto are not aware of the beneficial ownership of the shares registered in the names shown above other than I.C. Christopher Limited and Polar Investment Corporation Limited who are the beneficial owners of the shares registered in their names. | | |
| 16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company. | Polar Investment Corporation Limited and Thomas H. McNally, the President of the Company, acting together, would be in a position to materially affect control of the Company, providing they were able to secure sufficient proxies from other large shareholders. There is no agreement to this effect. Mr. McNally controls Polar Investment Corporation Limited. | | |
| 19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing. | Subject to the acceptance of this Amending Filing Statement the Company has entered into the agreement with Mining Corporation shown in Schedule "A" attached. See Schedule "A" on page 2. | | |
| 20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public. | The claims mentioned in Item 11 were the subject of a dispute filed by Mining Corporation alleging prior staking on its behalf to the staking of Messrs. Larche and Rousseau. The Company was joined as an interested party and supported the staking of Messrs. Larche and Rousseau. The hearing of the dispute was by the Mining Recorder at Timmins who dismissed the dispute of Mining Corporation. Notice of Appeal against this decision was filed on behalf of Mining Corporation. It has been agreed that the Notice of Appeal will be withdrawn upon acceptance of this Amending Filing Statement, which acceptance will render effective the agreement shown in Schedule "A". See Schedule "A" on page 2. The shares of the Company are in the course of primary distribution. There are no other material facts. | | |

DATED 22nd February, 1966

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

CON-SHAWKEY GOLD MINES, LIMITED

"T.H. McNally"

"G.H. Duff"

CORPORATE
SEAL

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

